

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
THE BANK OF NEW YORK MELLON, :
as Trustee, and UNICREDIT BANK AG, :

Plaintiffs, :

v. :

TEXTRON BUSINESS SERVICES, INC., :
BANK SECURITIES, INC., :

Defendant. :
-----X

11-CIV-4865-JSR

**STIPULATION AND
ORDER FOR SUBSTITUTION
OF COUNSEL**

IT IS HEREBY STIPULATED AND ORDERED that plaintiff The Bank of New York Mellon ("BNYM") substitutes as its attorneys of record, PERKINS COIE LLP, 30 Rockefeller Plaza, 25th Floor, New York, New York 10112, in place and stead of SEWARD & KISSEL LLP, One Battery Park Plaza, New York, New York 10004.

PERKINS COIE LLP

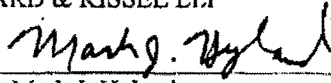
By: Jeffrey D. Vanacore /s/ Jeffrey D. Vanacore
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Incoming Attorneys for BNYM

SEWARD & KISSEL LLP

By:



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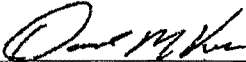
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Outgoing Attorneys for BNYM

AGREED AND CONSENTED TO:

THE BANK OF NEW YORK MELLON

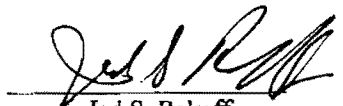
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Date:



Jed S. Rakoff
U.S.D.J.

9-3-11

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**DECLARATION OF JEFFREY D.
VANACORE IN SUPPORT OF
SUBSTITUTION OF COUNSEL**

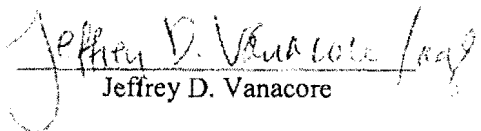
I, Jeffrey D. Vanacore, hereby declare under penalty of perjury as follows:

1. I am a member of the Bar of this Court and am a member of the law firm Perkins Coie LLP ("Perkins"). This affidavit is submitted, pursuant to Rule 1.4 of the Local Civil Rules of the Southern and Eastern Districts of New York, in support of the foregoing stipulation and order substituting Perkins as counsel of record for plaintiff The Bank of New York Mellon ("BNYM") in place and stead of Seward & Kissel LLP.

2. Substitution of counsel is appropriate because BNYM has requested that Perkins represent it in this action, consents to said substitution, as reflected in the foregoing stipulation and order, and Seward & Kissel LLP has consented to this substitution, as also reflected in the foregoing stipulation.

3. The current status of the case is as follows: the trial-ready date is February 7, 2012. The initial conference is September 6, 2011.

Dated: New York, New York
September 1, 2011


Jeffrey D. Vanacore